

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

|   |   |                            |
|---|---|----------------------------|
| In re:  | ) |                            |
|   | ) | Chapter 11                 |
|   | ) |                            |
| FRANCHISE GROUP, INC., <i>et al.</i> , <sup>1</sup> | ) | Case No. 24-12480 (LSS)    |
|   | ) |                            |
| Debtors.  | ) | (Jointly Administered)     |
|   | ) |                            |
|   | ) | <b>Re: Docket No. 1478</b> |
|   | ) |                            |

**CERTIFICATION OF COUNSEL REGARDING  
STIPULATION AND AGREED ORDER RELATING TO THE WITHDRAWAL OF  
(I) PROOFS OF CLAIMS OF THE CLAIMANTS AND (II) THE CLAIMS OBJECTION**

On November 3, 2024, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) each filed a voluntary petition for relief under chapter 11 of title 11 of the United

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<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260), Franchise Group Newco BHF, LLC (4123), Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 2371 Liberty Way, Virginia Beach, Virginia 23456.

States Code, 11 U.S.C. §§ 101–1532 in the United States Bankruptcy Court for the District of Delaware (the “Court”).<sup>1</sup>

On December 6, 2024, the Court entered the *Order (A) Establishing Bar Dates and Related Procedures for Filing Proofs of Claim (Including for Claims Arising Under Section 503(b)(9) of the Bankruptcy Code) and (B) Approving the Form and Manner of Notice Thereof* [Docket No. 354], establishing certain dates by which parties holding prepetition claims against the Debtors must file proofs of claim.

On January 23, 2025, Matthew Avril, Cynthia Dubin, and Thomas Herskovits (collectively, the “Claimants,” and together with the Debtors, the “Parties”), filed three Proofs of Claims against TopCo at Claim Nos. 1579, 1689, and 1733 (such Proofs of Claims, collectively, the “Claimants’ Proofs of Claims”).

On May 15, 2025, the Debtors filed the *Debtors’ Second Omnibus (Nonsubstantive) Objection to Proofs of Claim* [Docket No. 1478] (the “Claims Objection”), objecting to each of the Claimants’ Proofs of Claims solely to the extent that Claimants asserted such claims against TopCo.

After filing the Claims Objection, the Parties engaged in discussions to resolve the Claims Objection and have entered into a stipulation and agreed order (the “Stipulated Withdrawal”) providing for the withdrawal of the Claimants’ Proofs of Claim with prejudice and without need for any further action by or notice to any party in accordance with the terms of the Stipulated Withdrawal. Attached hereto as **Exhibit A** is a proposed order (the “Order”) approving the Stipulated Withdrawal, attached to the Order as Exhibit 1.

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<sup>1</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Stipulated Withdrawal and the *Ninth Amended Joint Chapter 11 Plan of Franchise Group, Inc. and Its Debtor Affiliates* [Docket No. 1454], as applicable.

The undersigned further certifies that the Stipulated Withdrawal has been circulated to counsel for the Claimants, and such parties do not object to the Stipulated Withdrawal. The Debtors respectfully request entry of the Order at the Court's earliest convenience without further notice or a hearing.

Dated: May 19, 2025  
Wilmington, Delaware

/s/ Allison S. Mielke

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